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April 17, 2000

Via Hand-Delivery

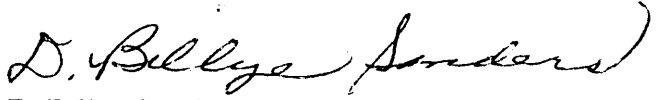
K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No.99-00909 – Response of the Applicant and Joint Petitioners to Motion for Order to Allow Additional Discovery and to Amend Procedural Schedule

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) of the Response of Memphis Networkx, LLC, Memphis Light Gas & Water Division and A&L Networks-Tennessee, LLC to the Motion for Order to Allow Additional Discovery and to Amend Procedural Schedule which was filed on behalf of Time Warner Telecommunications of the Mid-South.

Sincerely,


D. Billye Sanders

DBS:np
Enclosures

cc: Parties of Record
J. Maxwell Williams, Esq.
Ward Huddleston, Esq.

POSTED
4-17-00

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

| | | |
|---|---|----------------------------|
| APPLICATION OF MEMPHIS NETWORKX, LLC |) | |
| FOR A CERTIFICATE OF PUBLIC CONVENIENCE |) | |
| AND NECESSITY TO PROVIDE INTRASTATE |) | |
| TELECOMMUNICATION SERVICES AND JOINT |) | |
| PETITION OF MEMPHIS LIGHT, GAS & WATER |) | DOCKET NO. 99-00909 |
| DIVISION, A DIVISION OF THE CITY OF |) | |
| MEMPHIS, TENNESSEE ("MLGW") AND A&L |) | |
| NETWORKS-TENNESSEE, LLC ("A&L") FOR |) | |
| APPROVAL OF AGREEMENT BETWEEN MLGW |) | |
| AND A&L REGARDING JOINT OWNERSHIP OF |) | |
| MEMPHIS NETWORKX, LLC |) | |

**RESPONSE OF MEMPHIS NETWORKX, LLC, MLGW AND A&L TO
MOTION FOR ORDER TO ALLOW ADDITIONAL DISCOVERY
AND TO AMEND PROCEDURAL SCHEDULE**

COME NOW, Applicant, Memphis Networkx, LLC ("Memphis Networkx"), and the Joint Petitioners, Memphis Light, Gas & Water Division ("MLG&W") and A&L Networks – Tennessee, L.L.C. ("A&L"), and respond to the motion of intervenor, Time Warner Communications of the Mid-South ("TWC") for an order to allow additional discovery and to amend procedural schedule. The Applicant and Joint Petitioners object to the relief requested in the motion and respectfully state that the motion should be denied for the following reasons:

1. At the Pre-Hearing Conference in this docket on April 6, 2000, the parties agreed that certain witnesses who had been called for depositions on that

day would be available at the hearing as witnesses in lieu of depositions. TWC did not object to this procedure, nor did any of the other parties.

2. On April 11, 2000, the parties appeared at the TRA regarding the request of the Applicant and Joint petitioners to hold the hearing on April 13 and 14, 2000. At that time, the directors asked questions regarding discovery, and the Pre-Hearing Officer indicated that all outstanding discovery had been filed. No additional discovery was requested at that time.

3. Pursuant to the procedural schedule that was previously established by the Pre-Hearing Officer, discovery is closed.

4. Many of the statements set forth in TWC's motion are inaccurate, misleading and/or based upon inaccurate legal premises.

5. TWC's motion is unreasonably vague as it does not identify the witnesses that TWC seeks to dispose.

6. Pursuant to Rule 26.02 of the Tennessee Rules of Civil Procedure, the TRA may limit the scope of discovery. The Applicant and Joint Petitioners have already answered over 70 data requests, MLGW has provided thousands of pages of information through public records requests, and TWC's request for additional discovery and amendment of the procedural schedule is unreasonably cumulative, duplicative of information already obtained, and unduly burdensome on the Applicant and Joint Petitioners. The TRA has scheduled a hearing for May 1

through 5. A week has been reserved for the proceedings. It is time to proceed with the hearing, and such pre-hearing discovery should be closed.

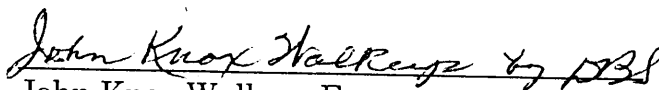
For the foregoing reasons, Applicant and Joint Petitioners respectfully request that the motion for order to allow additional discovery and amend procedural schedule be denied.

Respectfully submitted,



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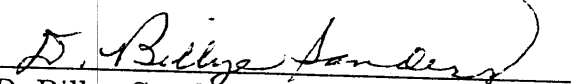


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CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 17th day of April, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


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